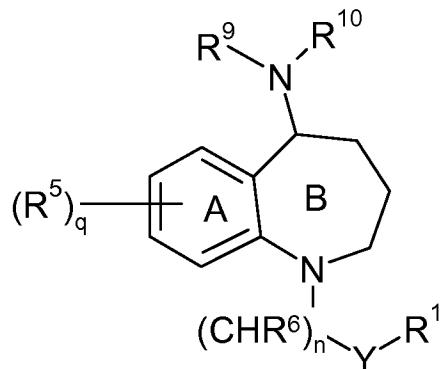


Amendments to the Claims

1. (currently amended) A compound of a formula below:



wherein

n is 0, 1, 2, or 3;

q is 0, 1, 2, or 3;

Y is a bond, C=O, or S(O)t; wherein t is 0, 1, or 2;

R¹ is selected from a group consisting of C₁-C₆ alkyl, aryl, C₂-C₆ alkenyl, C₁-C₆ alkylheterocyclic, C₃-C₈ cycloalkyl, C₁-C₆ alkylcycloalkyl; C₁-C₆ alkylaryl, heterocyclyl, C₁-C₆ alkoxy, aryloxy, OC₁-C₆ haloalkyl, -OC₃-C₈ cycloalkyl, -OC₁-C₆ alkylcycloalkyl, -NR⁷R⁸, -OC₁-C₆ alkylaryl, -O-heterocyclic, and -OC₁-C₆ alkylheterocyclic; and wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from oxo, halo, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, CONR¹¹R¹², C₀-C₃ alkylNR¹¹R¹², C₀-C₆ alkylCOOR¹¹, cyano, and phenyl;

each R⁵ is selected from a group consisting of hydroxy, halogen, C₁-C₆ haloalkyl, aryl, heterocyclic, cyano, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₁-C₆ alkoxy, -OC₁-C₆ haloalkyl, C₀-C₆ alkylNR⁷R⁸, C₀-C₆ alkylCOR⁷, C₀-C₆ alkylCO₂R⁷, NR⁷SO₂R⁸, NR⁷COR⁸, S(O)_tR⁷, C₁-C₆ alkylalcohol, and -OC₁-C₆ alkylaryl wherein each of the aryl and heterocyclic groups is optionally substituted by oxo, or alkyloxy;

R⁶ is hydrogen or C₁-C₆ alkyl;

each R⁷ is independently selected from a group consisting of hydrogen, C₁-C₆ alkyl, O C₁-C₆ alkyl, C₁-C₆ haloalkyl, -C₃-C₈ cycloalkyl, heterocyclic, and aryl, wherein each alkyl, is optionally substituted with 1-3 groups independently selected from C₁-C₆ alkoxy, SO₂R¹¹, and NR¹¹R¹²,

each R⁸ is independently selected from a group consisting of hydrogen, C₁-C₆ alkyl, and aryl;

R⁹ is COR⁷ wherein R⁷ is as defined above;

R¹⁰ is benzyl, optionally substituted with 1 or 2 groups selected from halo, C₁-C₆alkyl, haloalkyl, C₁-C₆alkoxy, and C₁-C₆ haloalkoxyalkyl;

R¹¹ and R¹² are independently selected from a group consisting of hydrogen, C₁-C₆ alkyl, and aryl, ;

or a pharmaceutically acceptable salt thereof.

2. (currently amended) The compound according to Claim 1 wherein R¹ is selected from a group consisting of C₁-C₆ alkoxy, C₁-C₆ alkylcycloalkyl, C₃-C₈ cycloalkyl, C₁-C₆ alkylheterocyclic, aryloxy, -OC₁-C₆ haloalkyl, -OC₃-C₈ cycloalkyl, -OC₁-C₆ alkylaryl and -OC₁-C₆ alkylheterocyclic wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from oxo, halo, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, CONR¹¹R¹² and C₀-C₆ alkylCOOR¹¹.

3. (currently amended) A compound according to Claim 1 wherein R¹ is selected from a group consisting of aryloxy, -OC₂-C₆ alkenyl, -OC₁-C₆ haloalkyl, -OC₃-C₈ cycloalkyl, -OC₁-C₆ alkylaryl, -Oheterocyclic, and -OC₁-C₆ alkylheterocyclic; wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from halo, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, and C₀-C₆ alkylCOOR¹¹.

4. (currently amended) The compound according to Claim 1 wherein R¹ is selected from a group consisting of C₁-C₆ alkylcycloalkyl, C₁-C₆ alkylheterocyclic, and C₃-C₈ cycloalkyl, and aryloxy, wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from halo, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, and C₀-C₆ alkylCOOR¹¹.

5. (currently amended) The compound according to Claim 1 yYis a bond; and R¹ is alkylaryl, alkylheterocyclic, C₁-C₆ alkycycloalkyl wherein the alkyl, aryl, cycloalkyl and heterocyclic groups are each optionally substituted with 1, 2 or 3 groups independently selected from hydroxy, oxo, -COOH, C₁-C₆ alkyl, and C₁-C₆ alkoxy, C₄-C₆ alkylcycloalkyl, C₃-C₈ cycloalkyl, C₄-C₆ alkylaryl, aryloxy, OC₂-C₆ alkenyl, OC₄-C₆ haloalkyl, OC₃-C₈ cycloalkyl, and OC₄-C₆ alkylaryl.

6-7. (canceled)

8. (currently amended) The compound of claim 1, wherein n is 0 or 1 and q is ~~1-3~~1,
2, or 3.

9. (previously presented) The compound according to Claim 1 wherein n is 0 or 1; and q is 2 or 3.

10-11. (canceled)

12. (currently amended) A compound selected from the group consisting of:
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydrobenzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydrobenzo[b]azepine-1-carboxylic acid ethyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-bromo-2,3,4,5-tetrahydrobenzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-bromo-2,3,4,5-tetrahydrobenzo[b]azepine-1-carboxylic acid ethyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-methoxy-2,3,4,5-tetrahydrobenzo[b]azepine-1-carboxylic acid ethyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-trifluoromethyl-2,3,4,5-tetrahydrobenzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-fluoro-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
~~5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-methyl-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester;~~
~~6-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester;~~
~~6-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-9-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester;~~
~~5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-9-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester;~~
4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-chloro-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester, and
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-8-chloro-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
or a pharmaceutically acceptable salt thereof.

13. (canceled)

14. (previously presented) A method of treating dyslipidemia comprising administering a compound of claim 1 or a pharmaceutically acceptable salt thereof, to a patient in need thereof.

15. (canceled)

16. (previously presented) A method of treating atherosclerosis comprising administering a compound of claim 1, a pharmaceutically acceptable salt thereof to a patient.

17. (canceled)

18. (previously presented) A method of according to claim 14 comprising lowering plasma LDL-cholesterol in a mammal.

19. (canceled)

20. (previously presented) A method of treating pathological sequelae due to low levels of plasma HDL-cholesterol in a mammal comprising administering a pharmaceutically effective amount of a compound of claim 1 or a pharmaceutically acceptable salt, thereof, to a patient in need thereof.

21. (canceled)

22. (previously presented) A pharmaceutical formulation comprising a compound according to Claim 1 and at least one of: a carrier, a diluent and an excipient.

23-25 (canceled)

26. (previously presented) A method according to claim 14 comprising raising plasma HDL-cholesterol in a mammal.